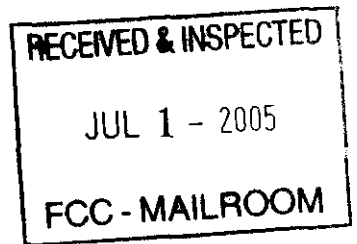


Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554



In the Matter of)
)
Implementation of the Pay Telephone) CC Docket No. 96-128
Reclassification and Compensation)
Provisions of the Telecommunications)
Act of 1996)

PETITION FOR WAIVER

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June 29, 2005

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**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)	
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Implementation of the Pay Telephone)	CC Docket No. 96-128
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PETITION FOR WAIVER

Pursuant to 47 CFR Paragraph Section 1.3, Electric Lightwave, LLC (ELI) respectfully submits this Petition for Waiver of the Annual Audit requirements of 47 CFR Section 64.1320 for the 2005 audit year since ELI's Dial Around Compensation Vendor, Billing Concepts, reviewed and issued a report on its payphone payment processes in March of 2004. ELI contracted with KPMG to review and audit Billing Concepts processes that resulted in a report from KPMG in March of 2005 approving the methodology utilized by Billing Concepts. Given that the KPMG audit was completed in 2005, ELI seeks a waiver of the Annual Audit requirements since its latest audit was just completed.

BACKGROUND

47 CFR Sec. 64.1320(f) requires ELI to conduct an annual audit through an independent third party auditor to verify that no material changes have occurred concerning compliance with the prior years System Audit Report. For calendar year 2003, ELI's vendor hired to manage the compensation of payphone vendors, Billing Concepts, did an internal study of their payment processes and issued a report entitled "Billing Concepts, Inc. Dial Around Compensation Application Service, Report on Controls Placed in Operation as of March 31, 2004." This report was sent to the Chief, Common Carrier Bureau of the FCC. A copy of the Billing Concepts Report is attached to this Petition as Exhibit A.

In 2005, ELI commissioned KPMG to review the Billing Concepts Report and to confirm Billing Concepts was properly paying payphone compensation on behalf of ELI. KPMG issued a report confirming the appropriateness of Billing Concepts payment

processes on March 24, 2005. A copy of this report is attached to this Petition as Exhibit B.

By letter dated March 24, 2005, Billing Concepts reconfirmed to ELI that it had made no material changes to the processes or controls in place to conform to the recommendations of the audit commissioned by ELI to ensure proper ELI is making payment to payphone vendors. A copy of this letter is attached to the Petition as Exhibit C.

Given the recent date of the Billing Concepts review and report, the KPMG review and findings, and the recent confirmation by Billing Concepts that it is continuing to conform to the audit recommendations, ELI believes that incurring the significant expense of a new audit after a thorough review was concluded just a few months ago does nothing to assure proper payment to payphone providers and is not in the best interests of ELI or its customers. Payphone providers will continue to receive payments in a manner that has already been approved and verified to be accurate.

WAIVER AUTHORITY AND STANDARDS


Pursuant to 47 CFR Section 1.3, the Commission can waive any of its rules, in whole or in part, if there is good cause to do so. ELI believes it has shown good cause exists to waive the requirements of 47 CFR Section 64.1320(f) for the year 2005. The Waiver sought by ELI is in the public interest since payphone providers will continue to receive compensation in the correct amounts and ELI will avoid the expense of conducting a new audit when the previous audit was recently completed.

CONCLUSION

For the forgoing reasons, ELI has met its burden of showing good cause to qualify for a waiver of the annual verification requirements set out in 47 CFR Section 64.1320(f) for the year 2005. ELI respectfully requests the Commission issue an Order granting the requested waiver.

Respectfully submitted this 29th day of June, 2005.

Electric Lightwave, LLC

By: 

Charles L. Best
Associate General Counsel
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Exhibit A

Billing Concepts, Inc.

Report on Controls Placed in Operation
for the Dial Around Compensation
Services Application

As of March 31, 2004

Exhibit A
Billing Concepts, Inc.

Report on Controls Placed in Operation
for the Dial Around Compensation Services Application

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Exhibit A



PADGETT, STRATEMANN & CO., L.L.P.

Certified Public Accountants and Business Advisors

Independent Service Auditors' Report

To the Board of Directors
Billing Concepts, Inc.
San Antonio, Texas

We have examined the accompanying description of the controls of Billing Concepts, Inc. ("BCI") applicable to recordkeeping, reporting, and payment services provided to its clients by the Dial Around Compensation ("DAC") Team of BCI. Our examination included procedures to obtain reasonable assurance about whether (1) the accompanying description presents fairly, in all material respects, the aspects of BCI's controls as it relates to DAC; (2) the controls included in the description were suitably designed to achieve the control objectives specified in the description, if those controls were complied with satisfactorily, and user organizations applied those aspects of internal control contemplated in the design of BCI's controls; and (3) such controls had been placed in operation as of March 31, 2004. The control objectives were specified by the management of BCI. Our examination was performed in accordance with standards established by the American Institute of Certified Public Accountants and included those procedures we considered necessary in the circumstances to obtain a reasonable basis for rendering our opinion.

In our opinion, the accompanying description of the aforementioned controls of BCI, presents fairly, in all material respects, the relevant aspects of BCI's controls that have been placed in operation as of March 31, 2004. Also, in our opinion, the controls, as described, are suitably designed to provide reasonable assurance that the specified control objectives would be achieved if the described controls were complied with satisfactorily and user organizations applied those aspects of internal control contemplated in the design of BCI's controls.

In addition to the procedures we considered necessary to render our opinion as expressed in the previous paragraph, we applied tests to specified controls, as listed in Section IV, to obtain evidence about their effectiveness in meeting the related control objectives during the period from January 1, 2004 to March 31, 2004. The specific control objectives; controls;

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Exhibit A

Page 2

and the nature, timing, extent, and results of the tests are listed in Section V. This information has been provided to DAC customers of BCI and to their auditors to be taken into consideration, along with information about BCI's customers' internal controls, when making assessments of control risk for BCI's customers. In our opinion, the controls that we tested (Section V) were operating with sufficient effectiveness to provide reasonable, but not absolute, assurance that the control objectives specified in Section IV were achieved during the period from January 1, 2004 to March 31, 2004.

The relative effectiveness and significance of specific controls at BCI and their effect on assessments of control risk at BCI customers are dependent on their interaction with internal control, and other factors present at individual BCI customers. We have performed no procedures to evaluate the effectiveness of internal control at individual BCI customers.

The description of controls at BCI is as of March 31, 2004, and information about tests of the operating effectiveness covers the period from January 1, 2004 to March 31, 2004. Any projection of such information to the future is subject to the risk that, because of change, the description may no longer portray the system in existence. The potential effectiveness of specific controls at BCI is subject to inherent limitations and, accordingly, errors or fraud may occur and not be detected. Furthermore, the projection of any conclusions, based on our findings, to future periods is subject to the risk that (1) changes made to the system or controls, (2) changes in processing requirements, or (3) changes required because of the passage of time may alter the validity of such conclusions.

This report is intended solely for use by management of BCI, its DAC customers, and the independent auditors of such customers.

Dodgett, Strattmann & Co.

Certified Public Accountants
May 26, 2004

II. Overview of Operations and Internal Control Features

Overview of Operations

The Dial Around Compensation ("DAC") system provides customers the service of handling Payphone Service Provider ("PSP") Compensation Requests and Payments. Every time a person uses a payphone to place a long-distance call and dials a long-distance company other than the one assigned to the payphone, the dialed company must pay the payphone owner a fee.

Billing Concepts, Inc. ("BCI") provides:

Database Management

- BCI will compile and compare ANI lists submitted by Local Exchange Carriers ("LECs") and PSPs and provide customers with an up-to-date, comprehensive list of all valid payphones in service. This list can be used at the customer's option to help identify payphone-originated calls for surcharge and compensation purposes.

Payphone Ownership Validation

- BCI will use a variety of name and address matching algorithms to compare information provided by PSPs with information provided by the LECs in order to identify the legal owner of each payphone prior to issuing any compensation payments (the ANI Master Database).
- BCI will attempt to resolve all disputes between LECs, PSPs, and other parties, where applicable, regarding ownership of payphone ANIs, the in-service dates, and the amount of DAC paid.

Calculation of DAC Obligations

- BCI sorts, matches, and counts customer's payphone-originated call records to determine the amount of DAC due each PSP.
- BCI calculates customer's DAC obligations based on variable rates negotiated between applicable carriers and PSPs, and/or based on FCC-formulated default rates.

Management Reports and Invoice Processing

- BCI provides customers with reports, electronic files, and information detailing payment obligations and payments made on behalf of its customers.
- BCI receives requests for compensation from PSPs and aggregators on behalf of customers and will serve as the customer's representative.

Exhibit A

- BCI pays the appropriate PSPs and aggregators on behalf of its customers. Payments will be approved in advance by our customers and accompanied by itemized payment reports and supporting files in accordance with FCC requirements.

Customer Service

- BCI provides on-line customer service representatives who handle inquiries concerning DAC services and payments.

Processing Summary

- Each PSP sends BCI a Request for Payment ("RFP") which includes a list of payphone ANIs the PSP claims.
- To validate PSP ownership of the ANIs being claimed, every LEC is required by the FCC to provide a list of payphone ANIs and owners for whom the LEC provided dial tone service on the last day of each quarter. The LECs also provide lists of ANIs that have been disconnected during the quarter. BCI matches the LEC information with the PSP data to determine the actual owner of each ANI. When software cannot determine the owner of an ANI, DAC staff members will examine the ANI data to determine (if possible) the true owner. One consideration in the system processing is that the LECs are required to submit only data that has changed from quarter to quarter. Most submit complete quarterly data, but in the absence of current quarter LEC data, previous quarter information must be presumed valid.
- Each PSP receives a status report of the ANIs submitted. Where the owner of an ANI could not be determined (mismatched data or no LEC data), the PSP must contact the servicing LEC to have proper documentation submitted. This documentation is used by the DAC staff for assigning proper PSP owner to the ANIs.
- BCI customers send their completed call records for each quarter. These records are summarized by ANI, 800 number, and call month, and matched to the ANI Master Database. Call payment information for each eligible PSP is calculated and presented to the customers for approval. Once payments are approved (and funds received), BCI pays each PSP. Both the customer and PSP receive data files that detail the calls being compensated.

Processing Detail

In the first month after the end of the quarter, activity centers around receiving, logging, and verifying LEC payphone disconnect and payphone owner data and PSP claim data.

Exhibit A

Some LECs and PSPs submit their information as a spreadsheet file. These files must be converted manually to a fixed spacing text file (*.prn) before being processed by the system, or the users may use program DACPCXLS.exe (it works for both sources). LECs also submit files containing disconnect data; these files are merely copied to a directory on the file-server for processing.

Some of the submissions arrive on paper or in an e-mail that must be printed. The printed information must be put into disk files for processing by the data entry section using the DAC Utility program. That program has screens for entering the LEC or PSP information which is formatted and written into a file with a designated name associated with the submitter. For PSPs that have submitted data in prior quarters, the filename is obtained from the prior quarter's TransDtl#### table and adjusted for the current quarter; otherwise the data entered in the "FileName" edit window is used. The file is written to the SQL Server's "LECs" or "PSPs" directory, as appropriate.

Most of the data arrives on either diskette or CD. Disconnect data files (text or Excel spreadsheet files) are copied to the file-server's "Discons" folder. LEC Owner data files and PSP claim files are copied to a DAC Technician's hard disk where they can be checked by LEC editing software or PSP editing software and then manually re-edited for validation. Aggregator files are first processed by the Aggregator Organizer program to ensure that the PSPs are properly grouped by company number. Properly formatted files are copied to the server. PSPs are able to make compensation claims against the current and the last 6 prior quarters.

When all the files have been validated and are ready to be processed, the new quarter database tables must be created. The DAC Utility is used to start the program that creates and initializes the table structures and data. After this, the Utility may be used to start the Disconnect program to process the Disconnect files. Then the LEC files are processed and then the PSP files (prior quarter files may be processed at the same time as current quarter files). The processing programs each create a processing report file in the server's "RPTs" directory, as well as a report file for each input file. Each processed file is also stored in a backup file, either "SLECYyqq.ZIP" or "SPSPyyqq.ZIP", for archiving to CD.

At this point, ownership errors must be checked for possible correction. Extract files of the Resolution Detail tables are created via the DAC Utility Schedule function to be used by the DAC Utility's ResDtl#### Correction process in which the clerk looks at the errors to see if there is enough data available to determine the correct PSP owner.

If a PSP's ANI has been processed that is incorrect (such as, digits transposed) a program is run to attempt to correct the entry by comparing to previous quarter data. If the ANI is not located, it will be reported to the PSP (processes that update ANI ownership status also update the payment information).

Exhibit A

Once the errors have been corrected, ANI Status report files are created for each PSP to show the status of all ANIs submitted. The ANI Master List file which is provided to the customers is also created. This DAC Utility process creates several disk files from the ANI Master table: a file of the ANIs, a file of ANIs and assigned PSP IDs, a file of the PSP IDs with PSP names, and certain other customer specific files, as requested.

At any time during the quarter, LECs may submit prior quarter documentation for establishing ANI Ownership. This information must be processed to remove owner conflicts from ANIs.

Approximately 45 days after the end of the quarter, customers' call records begin to be received. These files must be checked for format. Once validated, the files are archived to CD, copied to the server, and processed.

During the processing of call records, the invoice summary table is updated with payment information that is displayed and processed in the DAC Utility to determine the payments required by each customer.

When the call records have been processed and the invoice summary table has been updated, the DAC clerks check for potentially fraudulent ANIs. A threshold was applied during the call record processing based on threshold entries in the FraudANI table (default or per customer). First, the High Calls report is run to see if the thresholds applied were reasonable and to then adjust the value for any customer. Then the FraudANI report is run to see what PSPs had high call count ANIs. If the Threshold should be changed, to either add or delete records from FraudANI status, the DAC Utility Fraud screen will be used. The DAC Utility will execute a program to scan the CallSum### table to add entries if the threshold is lowered; it will do the processing for a raised value itself.

As each customer's final payment schedule is set and saved, the system creates a Detail Invoice file for the customer. This file must be matched to the payment schedule information to create a Payment Detail file for the customer and for the individual PSPs. There is software available to double-check the totals in each of the files should a question arise about the totals.

These quarterly reports summarize call records processed into one of the following categories:

- **No Claim** – reflects calls associated with ANIs recognized based on LEC validation data submitted, yet has not been claimed by a PSP.
- **Claim Validated** – reflects calls associated with ANIs belonging to payphone owners that have requested compensation from users for the applicable quarter and BCI has been able to verify the claimant is the legal owner.
- **Claim Not Validated** – reflects calls associated with ANIs belonging to payphone owners that have requested compensation from users for the applicable quarter, but the LECs have not reported ownership information for the nonvalidated ANIs.

Exhibit A

- **Suspense** – reflects calls associated with ANIs involved in an ownership dispute. Ownership disputes can result when the LEC reported ownership information does not match the PSP ownership information, or when multiple PSPs claim ownership of the same ANI and the LEC information does not support any of the claims.
- **Potential Fraud** – reflects calls associated with ANIs that exceeded the user-defined threshold for number of calls per ANI per month. Users may adjust their threshold each quarter. This “potential fraud” is reported to users for further investigation.

When PSP payments are approved by the customers, the payment schedule files are used to create a spreadsheet containing the payment information which will be sent to Accounting. The files will also be used to create Payment Summary Reports that will be sent to each PSP along with their payment check.

Once payments have been sent, the Customer Payment Detail files are used to mark the payment date in the Call Record entries. After this has been done, the Invoice Summary table will be updated again to reflect both the payments and the remaining payment information data.

When a quarter becomes ineligible for new Compensation Requests, unpaid Call Records for the quarter can be marked as Expired (Paid Date is set to 99999999). A program is run that uses the final payment schedule data, saved by the DAC Utility, to determine PSPs whose calls should be expired; and all unclaimed Call Records will be expired by the program.

Each quarter's information is stored for two years. Periodically, the stored databases are analyzed to ensure the record totals maintained are correct.

If a PSP has a dispute or question about the payment made, the PSP can request that its original file (or a newly submitted file) be checked in more detail. Software can extract the ANI Master data and all call record information from a designated quarter for ANIs in the submitted file. The DAC Manager and/or DAC Administrator can review the report and explain the status and payments to the PSP. If the DAC Manager or Administrator cannot resolve the dispute, then the information will be submitted to the user for additional information. The DAC Manager will coordinate the resolution of the dispute with the PSP and the user.

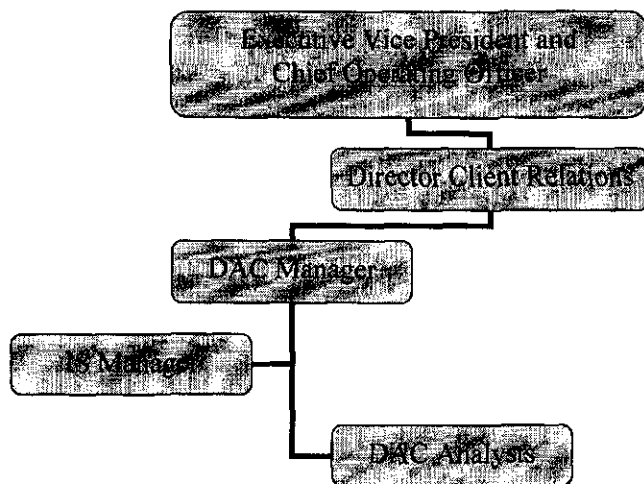
Internal Control Features

Control Environment Elements

BCI's organizational structure, its management's responsibilities, and its culture are important components of the DAC System's control structure. The DAC System is under the direction of the Executive Vice President and Chief Operating Officer. The assignment of responsibility and authority to deal with the goals and objectives of the DAC System's goals and objectives, system requirements, including regulatory requirements and customer obligations, have been completed

Exhibit A

by BCI's management. The following organizational chart summarizes those with responsibility for DAC services:



BCI's DAC System is a small segment of its overall business. However, within the DAC team, segregation of key functions has been achieved in the following areas:

- **Marketing** -- Marketing for DAC services is primarily done by a contract service person whose sole responsibility is to serve as liaison between users and BCI.
- **Customer Service** -- Customer service is provided in two areas. First, customer service representatives in the customer service department provide services to DAC customers to assist in handling PSP disputes and general questions. In addition, the DAC Manager provides assistance directly to the DAC customers.
- **Information Systems ("IS")** -- IS provides for the development and support of the DAC System. This department is responsible for the design, documentation, programming, disaster recovery, and other general and specific requirements of the DAC System. IS is responsible for maintaining the integrity of its software by managing system performance, updates, system changes, and overall management of the DAC System's applications, including hardware and applicable software applications.
- **DAC Services** -- The DAC team has the primary responsibility to manage BCI's DAC services. The department consists of staff members with varying responsibilities, but who overall manage the entry of data, creation of the ANI Master Database, processing of customer records, working with customers to handle PSP disputes, preparing applicable reports, aggregating payment information, and paying and reporting to PSPs.

Exhibit A

- **Human Resources** – Human Resources, as it does for the other business segments of BCI, is responsible for maintaining proper policies and procedures relating to the overall work environment. Further, this department, in tandem with the operating departments, has overall responsibility for recruiting, hiring, and training qualified personnel.
- **Delegation of Responsibility and Authority** – BCI has assigned and delegated responsibility and authority to key leaders to carry out their job descriptions including meeting BCI's overall goals and objectives, but more specifically to meet the goals and objectives of the DAC System. While some of these employees have responsibilities in other business segments within BCI, they have no duties, responsibilities, or authority at the user organizations.

BCI has a Mission and Vision Statement that guides the organization's culture. Further, BCI understands that maintaining its core system, software, services, and related business practices, including satisfying customers' needs and meeting relating commitments, are critical to continuing to meet its business goals and objectives.

III. General User Control Considerations

The DAC System has been designed assuming certain control procedures would be implemented by users in order to achieve stated control objectives. Accordingly, users of the DAC System and their auditors should be aware of the following control procedures which are the responsibility of the user:

- **The DAC Services Agreement** –specifies the responsibilities of BCI and the user organization. Users and their auditors should refer to the agreement with respect to these responsibilities.
- **Access Controls** – control and security of systems relating to the user's DAC System and interface with BCI should be maintained by the user.
- **File Completeness and Timeliness** – the DAC System processes for payment call data record files for user-provided files including completed call records for payphone originated calls. Users are responsible for the completeness, accuracy, and timeliness of these initial call record files. Users and their auditors should understand the controls in place to create accurate completed call files for calls originating from PSPs and that such files are submitted to BCI in a timely manner.
- **Payment Authorization** – BCI provides notice to users of the estimated amount of DAC due each PSP based on available information. Users are responsible for reviewing and authorizing BCI to pay the PSPs. Users and their auditors should understand the controls in place to ensure proper approval of PSP payment by the user.

Exhibit A

- **Completeness of Records Processed** – BCI provides users with quarterly reports summarizing the number of records received and the results of the processing of those records, including those detailing payments made on behalf of the user. The users are required to review these reports and notify BCI of any inaccuracies within 15 days of the date of such reporting. Users should understand the controls in place to review these reports, reconcile the number of records processed, paid or otherwise categorized, to the total number of call records submitted.
- **Dispute Resolution** – BCI serves as the principal point of contact in matters of dispute resolution with respect to PSP payments and related issues. While BCI attempts to resolve such disputes, many times the resolution of disputes requires input of the user. It is the responsibility of the user organizations to identify and communicate specific personnel responsible for dispute resolution in their organization. Users and their auditors should understand the controls in place for ultimate resolution of disputes. Note, however, that any disputes involving ANI ownership, the information provided by the LECs will prevail.
- **Payment Rate** – payments to PSPs are based on either rates negotiated by users and PSPs or the FCC default rate. The user is responsible for communicating to BCI any exceptions to the FCC default rate. Users and their auditors need to understand the controls in place to ensure that proper rates are used in determining payment to PSPs.
- **Fraudulent Call Identification** – users are required to define the threshold for number of calls per ANI per month. Users may adjust their threshold each quarter. This threshold is the basis for identifying potentially illegitimate calls. These calls are reported to users for further investigation. Users are responsible for establishing the thresholds and ultimately resolving matters with respect to potentially illegitimate calls. Users and their auditors should understand the policies and procedures with respect to establishing such thresholds and how identified calls are reviewed and ultimately resolved.
- **Regulatory Requirements** – users are required to obtain and keep current all applicable federal, state, and local licenses; tariffs; certifications; and approvals and to fully comply with, and have full responsibility to comply with, all other applicable federal, state, and local regulations; laws; rules; and tariffs. BCI assumes no responsibility for such compliance, except as where specifically stated in the DAC Services Agreement. Users and their auditors should understand the controls in place to ensure that the user is in compliance with all such regulatory requirements.
- **Contingency Procedures** – if the services of BCI were unavailable or inoperative due to system or communications failure, the user could expect some delay before the backup system used by BCI is established. Each user organization should establish procedures to ensure continued operations during the interim period.

Exhibit A

- **DAC System Documentation** – BCI supplies users with technical information relating to file format and other procedures as it relates to submitting call records and other information. If changes are required, such changes are communicated to representatives at each user organization. It is the user organizations' responsibility to ensure that all such changes are appropriately updated in their user manuals in a timely manner.

IV. Summary of Significant Control Objectives

The principal objectives of the system of internal controls pertaining to recordkeeping, reporting, and payment services provided by BCI to its DAC customers include:

- Policies and procedures are in place to ensure payment rates conform to FCC rules.
- Policies and procedures are in place relating to the reporting elements as required in the DAC Services Agreement.
- Data is stored for a period at least as long as required by FCC rules.
- Procedures are in place to establish proper PSP ownership.
- Specific personnel have been identified as responsible for drafting and maintaining necessary business requirements relating to BCI's DAC System requirements.
- BCI has identified specific personnel responsible for developing compensation tracking reports.
- BCI has identified specific personnel responsible for handling the initial customer service role in dispute resolution.
- Quarterly reports are prepared for each user organization on payphone call counts, PSP identities, numbers called, and infodigits (if used).
- Reports are prepared that identify potentially fraudulent calls and are submitted to carriers for resolution.
- Reports are available for users to monitor call trends.
- Policies and procedures are in place to provide the availability to create customized reports to assist customer service and the user organizations to assist in the resolution of disputes. Such reports and call data are maintained for at least six quarters.
- Payments are authorized by users, and controls are in place that limit access to the disbursement system.

Exhibit A

- Policies and procedures are in place regarding controls over changes to applicable software, including persons responsible, management of the changes, and validation of such changes that ensure the changes do not negatively affect integrity of the records processed or the results of processing such records.
- Policies and procedures are in place to properly report compensable calls originated from valid payphone ANIs. In addition, such reports are maintained for the period required by the FCC.

V. Description of Controls and Tests Performed

Our tests of the effectiveness of controls included such tests as we considered necessary in the circumstances to evaluate whether those controls, and the extent of compliance with them, is sufficient to provide reasonable, but not absolute, assurance that the specified control objectives were achieved during the period from January 1, 2004 to March 31, 2004. Our tests of the operational effectiveness of controls were designed to cover the period from January 1, 2004 through March 31, 2004. In selecting particular tests of the operational effectiveness of control, we considered the (a) nature of the items being tested, (b) the types and competence of available evidential matter, (c) the nature of the control objectives to be achieved, (d) the assessed level of control risk, and (e) the expected efficiency and effectiveness of the test.

Test procedures performed in connection with determining the operational effectiveness of controls detailed in Section III are described below:

Test	Description
1. Corroborative inquiry	Made inquiries of appropriate personnel and corroborated responses with other personnel to ascertain the compliance of controls.
2. Observation	Observed application of specific controls.
3. Inspection of evidential material	Inspected documents and reports indicating performance of the controls.
4. Transaction testing	Reperformed application of the controls.

Exhibit A

Key Control Objective – Policies and procedures are in place to ensure payment rates conform to FCC rules.

Policy or Procedure

Payment rates can either be based on a rate negotiated between the user and an individual PSP or the FCC default rate. The rates used for each user are established by the applicable user organization. These user-provided rates are entered into the payment system used to calculate the PSP obligation. At this time, all such rates are based on the FCC default rate.

Tests Performed

Padgett, Stratemann & Co., L.L.P. ("PS&Co.") judgmentally selected invoice summaries provided to users and recomputed the rate per record, comparing the recomputed rate to the FCC default rate to the current FCC rate, noting agreement. In addition, PS&Co. obtained a sample of call record files and recomputed amounts due applicable PSPs using the FCC default rate and agreed the payment amount calculated by BCI, noting agreement.

Key Control Objective – Policies and procedures are in place relating to the reporting elements as set forth in the DAC Services Agreement.

Policy or Procedure

As a part of its DAC services, BCI processes and prepares reports for users and for PSPs on a quarterly basis detailing calls originated from ANIs by owner, including the amount of relating compensation and carrier identification elements. In addition, customized reports are prepared upon request that provide information available to research disputes, potentially illegitimate calls, or other specified call trends.

Tests Performed

PS&Co. inquired of appropriate DAC personnel as to the processes for generating such reports. On a sample basis, PS&Co. reviewed the quarterly reports to determine the reports included the following:

- Identification of PSP
- Identification of ANIs by PSP
- Identification of calls originating by ANI
- Identification of amounts due to PSP
- Summary of potentially fraudulent calls

In addition, PS&Co. reviewed revised record formats to be added July 1, 2004 which include CIC codes and trunk group identifiers.

Exhibit A

Key Control Objective – Data is stored for a period at least as long as required by FCC rules.

Policy or Procedure

BCI, as specified in the DAC Services Agreement, maintains call data records and relating reports for a period of two years.

Tests Performed

PS&Co. inquired of appropriate personnel as to the time the data files and relating information is stored, noting agreement of the stated policy.

Key Control Objective – Procedures are in place to establish proper PSP ownership.

Policy or Procedure

See the detail processing narrative above which details the processes for creating the ANI Master File. In summary, on a quarterly basis, BCI receives PSP ownership submissions directly from PSPs listing all ANIs that the submitting PSP claims as owned. BCI populates a database using these submissions, which arrive in several formats, including paper, e-mail, electronic transmission, or files on disk or CD.

To validate PSP ownership of the ANIs being claimed, every LEC is required by the FCC to provide a list of payphone ANIs and owners for whom the LEC provided dial tone service on the last day of each quarter. The LECs also provide lists of ANIs that have been disconnected during the quarter. Most submit complete quarterly data, but in the absence of current quarter LEC data, previous quarter information must be presumed valid. BCI populates a second database of all the LEC submissions.

BCI matches the LEC information with the PSP data to determine the actual owner of each ANI. When software cannot determine the owner of an ANI, DAC staff members will examine the ANI data to determine (if possible) the true owner. One consideration in the system processing is that the LECs are required to submit only data that has changed from quarter to quarter.

Once the validated ANI Master is created, each PSP receives a status report of the ANIs submitted. Where the owner of an ANI could not be determined (mismatched data or no LEC data), the PSP must contact the servicing LEC to have proper documentation submitted. This documentation is used by the DAC staff for assigning proper PSP owner to the ANIs.

Tests Performed

In order to test the creation of the ANI Master File, PS&Co. inquired of appropriate personnel as to the specific procedures performed, noting agreement with the stated policy. To test the actual file, PS&Co. selected a sample of PSP submissions from source documents and agreed pertinent information to the PSP ANI ownership database. In addition, PS&Co. selected a sample of PSPs

Exhibit A

from the PSP ownership database and agreed pertinent information to the source document. The same tests were performed for the LEC submissions. PS&Co. also inquired as to the matching of the previous quarter validated ANI Master list to the new quarter's validated ANI Master list. Any ANIs not included in the current quarter that have not been reported as disconnected, are added to the current quarter listing.

Key Control Objective – Specific personnel have been identified as responsible for drafting and maintaining necessary business requirements relating to BCI's DAC System requirements.

Policy or Procedure

BCI has assigned responsibility to members of the DAC Group to ensure the DAC System is adequately assigned. Primary responsibility for the daily DAC Group's responsibilities has been assigned to the DAC Manager.

Tests Performed

PS&Co. made inquiries of appropriate personnel, noting primary responsibility has been assigned to the DAC Manager.

Key Control Objective – BCI has identified specific personnel responsible for developing compensation tracking reports.

Policy or Procedure

BCI has assigned the responsibility for the development of compensation tracking reports to the DAC Management Information System Analyst and the DAC Manager.

Tests Performed

PS&Co. made inquiries of appropriate personnel, noting primary responsibility has been assigned to the DAC Management Information System Analyst and the DAC Manager.

Key Control Objective – BCI has identified specific personnel responsible for handling the initial customer service role in dispute resolution.

Policy or Procedure

BCI has assigned the responsibility for dispute resolution to the DAC Manager and the Customer Service Manager.

Tests Performed

PS&Co. made inquiries of appropriate personnel noting primary responsibility has been assigned to the dispute resolution to the DAC Manager and the Customer Service Manager.

Exhibit A

Key Control Objective – Quarterly reports are prepared for each user organization on payphone call counts, PSP identities, numbers called, and infodigits (if used).

Policy or Procedure

See the detailed process narrative above for more detail. In summary, on a quarterly basis, BCI processes each user organization's call record file in order to determine originated calls from validated ANIs, nonvalidated ANIs, potentially fraudulent calls and calls from ANIs with an ownership dispute. Reports are prepared which summarize the detail of the processed records.

Tests Performed

For selected users, PS&Co. obtained call record files and performed an analysis to self-determine the number of calls placed by originating ANI and identification of the ANI owner. Using the compensation report generated by PS&Co. from the original completed call files submitted by the selected users, PS&Co. agreed selected PSP call totals and ANI lists to those included in the compensation file generated by BCI.

Key Control Objective – Reports are prepared that identify potentially fraudulent calls and are submitted to carriers for resolution.

Policy or Procedures

BCI runs a report on each call record file to determine whether any call volumes for a particular ANI exceed the specified call volume threshold established by the user. For all ANIs that have originating calls in excess of this threshold, BCI prepares a fraud report that is submitted to the user which includes the PSP, ANI, and call count.

Tests Performed

PS&Co. inquired of appropriate personnel as to the procedures relating to the fraud reporting process, noting agreement with the stated procedures. In addition, PS&Co. obtained a fraud report that had been prepared for a selected user and determined the applicable information had been included for submission to the user.

Key Control Objective – Reports are available for users to monitor call trends.

Policy or Procedure

Data is maintained as set forth in the DAC Services Agreement for a period of two years. The data retained includes the original call record data submitted and all reports generated. As users request, IS can run various adhoc reports specifically designed to provide summary information requested by the user. To ensure the data is properly maintained, BCI regularly runs control totals on stored data to ensure the call record totals remain unchanged.

Exhibit A

Tests Performed

PS&Co. inquired of appropriate personnel, noting data is maintained for a period of at least two years in order to run any reports requested by the users to research and identify trends, and that the data is reviewed on a regular basis to ensure call record totals remain unchanged. In addition, we noted the IS department receives occasional requests from the users to generate specific reports, and the reports are created and run on a customized basis.

Key Control Objective – Policies and procedures are in place to provide the availability to create customized reports to assist customer service and the user organizations to assist in the resolution of disputes. Such reports and call data are maintained for at least six quarters.

Policy or Procedure

Data is maintained as set forth in the DAC Services Agreement for a period of two years. The data retained includes the original call record data submitted and all reports generated. To ensure the data is properly maintained, BCI regularly runs control totals on stored data to ensure the call record totals remain unchanged. This information is available to be researched for use in resolution of disputes.

Tests Performed

PS&Co. inquired of appropriate personnel, noting data is maintained for a period of at least two years in order to run any reports requested by the users to research and resolve disputes, and that the data is reviewed on a regular basis to ensure call record totals remain unchanged. In addition, we noted the IS department receives occasional requests from the users to generate specific reports, and the reports are created and run on a customized basis.

Key Control Objective – Payments are authorized by users and controls are in place that limit access to the disbursement system.

Policy or Procedure

Once compensation files are created, they are submitted to the user for review and payment authorization. Once payments are authorized, payments are submitted by the DAC Manager to BCI's Accounting Department. All payments to PSPs are made directly by the Accounting Department, and the DAC group has no access to the disbursement system.

Tests Performed

PS&Co. inquired of appropriate personnel as to access to the disbursement system, noting access is properly limited and segregated from those having direct access to the DAC System.

Exhibit A

Key Control Objective – Policies and procedures are in place regarding controls over changes to applicable software, including persons responsible, management of the changes, and validation of such changes, ensuring that the changes do not negatively affect integrity of the records processed or the results of processing such records.

Policy or Procedure

BCI has established policies and procedures regarding system changes, including specific policies regarding:

- Formal system change requests
- System change approval
- Monitoring/evaluation of changes to other systems
- Identification of responsible persons
- System security controls
- Program security controls
- Capabilities to test changes and compare to known results.

Tests Performed

PS&Co. obtained and reviewed written documentation regarding the policies and procedures in place to control, execute, and implement system changes, including limitation of access to make changes without proper authorization. In addition, PS&Co. made inquiries of appropriate DAC and IS personnel, noting consistency with stated policies.

Key Control Objective – Policies and procedures are in place to properly report compensable calls originated from valid payphone ANIs. In addition, such reports are maintained for the period required by the FCC.

See above control objectives for more detailed description of key control objectives, related policies and procedures, and tests performed.

Exhibit B



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345 Park Avenue
New York, NY 10154

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Independent Accountants' Report

The Board of Directors
Electric Lightwave, LLC:

We have examined management's assertion, included in the accompanying *Report of Management on Compliance with Applicable Requirements of 47 C.F.R. Section 64.1310(a)(1)*, that Electric Lightwave, LLC ("ELI" or "the Company"), a wholly-owned subsidiary of Citizens Communications Company, complied with Section 64.1310(a)(1) of the Federal Communications Commission's ("FCC's") Rules and Regulations in CC Docket 96-128 as of March 24, 2005. Management is responsible for the Company's compliance with those requirements. Our responsibility is to express an opinion on management's assertion about the Company's compliance based on our examination.

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included examining, on a test basis, evidence about the Company's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances. We believe that our examination provides a reasonable basis for our opinion. Our examination does not provide a legal determination on the Company's compliance with specified requirements.

In our opinion, management's assertion that the Company complied with the aforementioned requirements as of March 24, 2005, is fairly stated in all material respects, based upon compliance factors set forth in Section 64.1320(c) of the FCC's Rules and Regulations and in management's assertion.

This report is intended solely for the information and use of the Company, the FCC, and applicable Facilities-Based Long Distance Carriers and Payphone Service Providers and is not intended to be and should not be used by anyone other than these specified parties.

KPMG LLP

March 24, 2005

Exhibit B
Report of Management on Compliance with Applicable Requirements
of 47 C.F.R. Section 64.1310(a)(1)

Management of Electric Lightwave, LLC ("ELI" or the "Company"), a wholly-owned subsidiary of Citizens Communications Company, is responsible for establishing and maintaining the internal controls over its pay telephone call tracking system necessary for compliance with 47 C.F.R. Section 64.1310(a)(1), as discussed in the FCC Report and Order in CC Docket No. 96-128, released on October 3, 2003, regarding *The Pay Telephone Reclassification and Compensation Provisions of the Telecommunications Act of 1996*.

Management has evaluated the Company's compliance with the applicable requirements of 47 C.F.R. Section 64.1310(a)(1), using the criteria in 47 C.F.R. Section 64.1320(c) as the framework for the evaluation. Based on this evaluation, we assert that as of March 24, 2005, the Company complies with the applicable requirements of 47 C.F.R. Section 64.1310(a)(1) in all material respects as described below. Beginning July 1, 2004, all call records have been processed by the call tracking system evaluated. The quarterly Compensable Call File produced for the quarter ended March 31, 2005 will be created by the call tracking system. ELI provides the following information regarding its compliance.

ELI acts as the Completing Carrier¹ in the following call scenario:

➤ 8XX Toll Free calls

ELI uses Billing Concepts, Inc. ("BCI") to perform payphone compensation settlement. Certain assertions included in this report depend in whole or in part upon BCI performance. In support of these assertions, ELI relies upon a contractual agreement between ELI and BCI ("BCI Contract"), which requires BCI compliance with CC Docket No. 96-128. In addition, BCI has provided ELI an independent third-party audit report dated March 31, 2004, covering the period from January 1, 2004 to March 31, 2004, to verify that effective controls and procedures relating to these assertions have been established and will be maintained by BCI. In addition, BCI has provided ELI with a representation letter dated March 24, 2005 confirming that there have been no material changes in process or controls in BCI systems from March 31, 2004 to March 24, 2005. ELI has not conducted an independent evaluation and makes these assertions based solely on the BCI Contract and third-party audit report of BCI's operations.

The assertions for ELI are made starting with the initial point in call record processing at which ELI has visibility to the call tracking data. ELI represents the following facts regarding its role as the Completing Carrier, which are in fulfillment of the obligation of ELI as described at 47 C.F.R. Section 64.1320(c):

¹ As defined in the FCC Report and Order in CC Docket No. 96-128, released on October 3, 2003, regarding *The Pay Telephone Reclassification and Compensation Provisions of the Telecommunications Act of 1996*, paragraph 64.1300(a), a Completing Carrier is a long distance carrier, or switch-based long distance reseller that completes a coinless access code or subscriber toll-free payphone call or a local exchange carrier that completes a local coinless access code or subscriber toll-free payphone call. The Completing Carrier definition was further clarified in the FCC Order on Reconsideration in CC Docket No. 96-128, released on October 22, 2004.

Exhibit B
Report of Management on Compliance with Applicable Requirements
of 47 C.F.R. Section 64.1310(a)(1)

A. ELI's procedures accurately track calls to completion, as follows:

1. ELI's systems track completed calls, which are calls answered by a third-party.
2. BCI, ELI's vendor, is able to generate the following reports on a quarterly basis, and the third-party audit report of BCI, dated March 31, 2004, verified that BCI's systems are able to generate the reports and report data for which BCI is responsible, as follows:
 - a) A list of the toll free and access numbers dialed and completed from each Payphone Service Provider's ("PSP") payphones along with the Automatic Number Identification ("ANI") digits for each payphone.
 - b) The volume of calls for each toll free and access number that was completed by ELI.
 - c) The name(s), address(es) and phone number(s) of the person(s) responsible for handling ELI's payphone compensation.
 - d) The Carrier Identification Code ("CIC") or trunk routing group of all facilities-based long distance carriers that routed calls to ELI, categorized according to toll free and access code numbers.
3. ELI's data storage policy is 27 months.
4. BCI, ELI's vendor, has procedures to accurately identify PSPs, and the third-party audit report of BCI, dated March 31, 2004, verified that BCI procedures for identifying PSPs are complete and accurate.
5. BCI, ELI's vendor, has procedures to accurately validate payphone ANIs, and the third-party audit report of BCI, dated March 31, 2004, verified that BCI procedures for validating ANIs are complete and accurate.

B. ELI has identified persons responsible for tracking, compensating and resolving disputes concerning payphone-completed calls, as follows:

1. ELI has identified personnel responsible for drafting and maintaining the business requirements associated with call tracking, payphone compensation and resolving disputes concerning payphone-completed calls.
2. ELI has identified personnel responsible for the development and maintenance of systems used in the collection and reporting of payphone call data, and the third-party audit report of BCI, dated March 31, 2004, verified that BCI has designated personnel responsible for the development and maintenance of the systems under their control used in the collection and reporting of payphone call data.

Exhibit B
Report of Management on Compliance with Applicable Requirements
of 47 C.F.R. Section 64.1310(a)(1)

3. ELI has identified personnel responsible for the implementation and maintenance of procedures that are utilized in creating final compensation data sets, and the third-party audit report of BCI, dated March 31, 2004, verified that BCI has designated personnel responsible for the implementation and maintenance of procedures under their control that are utilized in creating final compensation data sets.
4. BCI, ELI's vendor, has identified personnel who are responsible for developing compensation-tracking reports, and the third-party audit report of BCI, dated March 31, 2004, verified that BCI has designated personnel who are responsible for developing compensation-tracking reports under their control.
5. ELI has identified personnel who are responsible for payphone compensation dispute resolution, and the third-party audit report of BCI, dated March 31, 2004, verified that BCI has designated personnel who are responsible for the payphone compensation dispute resolution under their control.
6. ELI has identified personnel responsible for managing coordination with the payphone clearinghouse services provider, BCI.

C. ELI has effective data monitoring procedures, as follows:

1. ELI has the ability to prepare quarterly reports on payphone call counts and numbers dialed and completed, and the third-party audit report of BCI, dated March 31, 2004, verified that BCI has the ability to prepare the quarterly reports on payphone call counts, PSP identities and numbers dialed and completed under their control.
2. ELI performs data monitoring procedures on call record volumes entering the payphone compensation systems.
3. ELI performs fraud monitoring procedures to identify potentially illegitimate payphone calls.
4. ELI has the ability to investigate and resolve PSP disputes.

D. ELI adheres to established protocols to ensure that any software, personnel or any other network changes do not adversely affect its payphone call tracking ability, as follows:

1. ELI has security controls in place to control access to and monitor call-tracking data, and the third-party audit report of BCI, dated March 31, 2004, verified that BCI has controls in place to control access to and monitor call-tracking data.

Exhibit B
Report of Management on Compliance with Applicable Requirements
of 47 C.F.R. Section 64.1310(a)(1)

2. ELI has security controls in place to control access to and monitor the payment disbursement system, and the third-party audit report of BCI, dated March 31, 2004, verified that BCI also maintains such controls.
3. ELI has a department that is responsible for making software changes that affect payphone compensation, and the third-party audit report of BCI, dated March 31, 2004, verified that BCI also maintains such a department.
4. ELI has established protocols to implement and test software changes affecting payphone compensation, and the third-party audit report of BCI, dated March 31, 2004, verified that BCI also maintains such protocols.
5. ELI has application controls in place to ensure that the voice network changes, external to payphone compensation, do not negatively impact payphone compensation.
- E. ELI creates a Compensable Call File by matching call detail records against payphone identifiers, as follows:**
 1. ELI utilizes switch data and database look-ups to populate the date, originating ANI, dialed number and aggregate data into a Compensable Call File.
 2. A compensable call for ELI is one originating at a payphone and completed by ELI to an ELI 8XX toll-free customer.
 3. ELI uses payphone specific identifiers (info-digits) to identify a compensable payphone call record, and the third-party audit report of BCI, dated March 31, 2004, verified that BCI also maintains such identifiers.
 4. ELI applies validation and control procedures to compile the Compensable Call File.
 5. ELI used a "per-call rate" of \$.24 from July 1, 2004 through September 26, 2004 to compensate PSPs, and the third-party audit report of BCI, dated March 31, 2004, processes verified that BCI compensated payphone providers based on this rate.
 6. ELI uses a "per-call rate" of \$.494 from the date of September 27, 2004 to compensate PSPs. ELI obtained representation from BCI that stated BCI compensates payphone providers based on this rate from the date of September 27, 2004.

Exhibit B
Report of Management on Compliance with Applicable Requirements
of 47 C.F.R. Section 64.1310(a)(1)

F. ELI has procedures to incorporate call data into required reports as follows:

1. BCI, ELI's vendor, is able to generate the following reports on a quarterly basis, and the third-party audit report of BCI, dated March 31, 2004, verified that BCI's systems are able to generate the reports and report data for which BCI is responsible, as follows:
 - a) A list of the toll free and access numbers dialed and completed from each PSP's payphones along with the ANI digits for each payphone.
 - b) The volume of calls for each toll free and access number that was completed by ELI.
 - c) The name(s), address(es), and phone number(s) of the person(s) responsible for handling ELI's payphone compensation.
 - d) The CIC or trunk routing group of all facilities-based long distance carriers that routed calls to ELI, categorized according to toll free and access code numbers.
2. The third-party audit report of BCI, dated March 31, 2004, verified that BCI possess a valid list of payphone owners identified by ANI.

G. ELI has implemented procedures and controls needed to resolve payphone compensation disputes, as follows:

1. ELI's data storage policy is 27 months.
2. ELI has the ability to investigate and resolve PSP disputes.
3. ELI has designated personnel who are responsible for payphone compensation dispute resolution.
4. ELI will file a statement that includes the names, addresses and phone numbers for persons responsible for handling payments and resolving disputes. This statement will be updated within 60 days of any changes of such persons. The statement will be filed with the FCC Secretary and made available to facilities-based long distance carriers and PSPs.

H. ELI has developed and implemented controls around the payphone tracking process to verify that errors are immaterial as follows:

1. ELI has procedures to identify payphone-originated calls, and the third-party audit report of BCI, dated March 31, 2004, verified that BCI also has such procedures.
2. ELI has procedures to capture dial-around calls.

Exhibit B
Report of Management on Compliance with Applicable Requirements
of 47 C.F.R. Section 64.1310(a)(1)

3. ELI has procedures to exclude incomplete calls from the Compensable Call File.
4. ELI has procedures to accurately populate call record data in the Compensable Call File.
5. ELI does not have commissioned calls.
1. **ELI has in place adequate and effective business rules for implementing and paying payphone compensation, including rules used to: (i) identify calls originated from payphones; (ii) identify compensable payphone calls; (iii) identify incomplete or otherwise non-compensable calls; and (iv) determine the identities of the payphone service providers to which ELI owes compensation, as follows:**
 1. ELI has business rules that identify calls originated from payphones, and the third-party audit report of BCI, dated March 31, 2004, verified that BCI also has such business rules.
 2. ELI has business rules that identify compensable payphone calls.
 3. ELI has business rules that identify incomplete or otherwise non-compensable calls.
 4. BCI, ELI's vendor, has business rules to determine the identities of the PSPs to which ELI owes compensation.

ELI - Required Disclosures per 64.1320(d)

ELI represents the following facts regarding its role as the Completing Carrier. These facts are in fulfillment of the obligations of ELI as specified at 47 C.F.R. Section 64.1320(d):

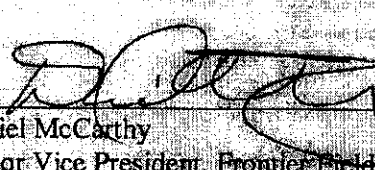
1. ELI's criterion for identifying calls originating from payphones is by using info-digits.
2. ELI's criteria for identifying compensable payphone calls include all calls identified with info-digits of 7, 27, 29 and 70, call duration greater than 300 millisecond, calls originated from valid trunk groups, dialed number is 8XX and valid answer type.
3. ELI's criteria for identifying incomplete or otherwise non-compensable calls include: (1) calls that do not have a payphone info-digit, (2) calls with a duration of less than 300 millisecond, (3) calls originating from invalid trunk groups, (4) dialed number is not 8XX and, (4) calls with invalid answer types.

Exhibit B
Report of Management on Compliance with Applicable Requirements
of 47 C.F.R. Section 64.1310(a)(1)

4. ELI's criteria used to determine the identities of the PSPs to which ELI owes compensation is established by BCI, ELI's clearinghouse for settlements.
5. The type of information that ELI needs from the PSPs in order to compensate the PSPs is determined by BCI.

Electric Lightwave, LLC

Dated: March 24, 2005



Daniel McCarthy
Senior Vice President, Frontier Field Operations &
President Electric Lightwave
Citizens Communications Company

Exhibit C



March 24, 2005

Electric Lightwave
1800 NE Parkway Dr. Ste. 150
Vancouver, WA 98662

Dear Mr. Thorson:

This will confirm that no material changes in the process or controls have been made to BCI's systems since March 31, 2004 that would affect compliance with the audit criteria established for the report entitled "Billing Concepts, Inc. Dial Around Compensation Application Service, Report on Controls Placed in Operation As of March 31, 2004," obtained by Billing Concepts, Inc. from its independent third party auditor. In addition, this letter also confirms that the latest FCC default rate, effective as of September 27, 2004, has been set in Billing Concepts' systems. Thank you.

Sincerely,

Peggy Gaitan
Manager, Dial Around Compensation

/pg